

China

BAKER & MCKENZIE



Our Global Network



Baker & McKenzie, the truly global law firm, has provided sophisticated legal advice and services to many of the world's most dynamic and global organisations for more than 50 years.

With a network of more than 3,900 locally qualified, internationally experienced lawyers in 39 countries, we have the knowledge and resources to deliver broad scope of quality legal services required for both international and local clients – consistently, confidently and with sensitivity for cultural, social and legal practice differences.

Your Partner in China

China Client Choice Award

International Law Office
Awards 2007, 2006, 2005

Ranked No. 1 Law Firm for China

PLC Which Lawyer? Directory
2007, 2006, 2005

China Employer of Choice

ALB Employer of Choice 2008
Survey

China Practice of the Year

ALB Hong Kong Law Awards
2005, 2004

China Practice of the Year

ALB China Law Awards 2004

Greater China office openings

Hong Kong – 1974
Taipei – 1977
Beijing – 1993
Shanghai – 2002

Baker & McKenzie's China Practice Group stands second to none, a pioneer in the area of Chinese law. Our involvement in China began in the early 1970's. With a team that today encompasses over 250 China-focused lawyers, we have the largest and the most experienced China Practice Group of all the foreign law firms operating in the Greater China region. Based out of the Firm's Hong Kong, Beijing and Shanghai offices, with additional resources located in the US, we provide an unparalleled service, assisting clients with all of their China-related business and trade.

Partnering with clients, we take into account their commercial objectives and work to manage and resolve problems that they encounter through innovative solutions tailored to their business strategies.

Our in-depth understanding of China's cultural, political and legal structure enables us to bring to our clients:

- Depth and breadth of accumulated understanding and comparative experience across all industry sectors
- A strong and diversified team of dedicated China specialist lawyers all of whom are fluent in English and Mandarin
- Access to an unrivalled database of legal, regulatory and country materials
- The benefit of a respected and recognised reputation amongst China's central and local governments and the business communities.

Through our presence in every major financial and commercial centre in the world, we have also been at the forefront of advising major Chinese corporations investing globally. Our ability to manage complex international transactions together with our dedicated on-the-ground project and relationship management skills place us in a unique position to deliver maximum client value.

“Up there in terms of size and breadth of practice the team has built on its long standing presence to become a ‘brand name for quality’ ”

Chambers Global, the World's Leading Lawyers for Business



“Baker & McKenzie’s team draws on considerable strength in depth across its three China offices ...the firm’s PRC expertise is at the head of the field”

The Asia Pacific Legal 500

Corporate Foreign Direct Investment Mergers & Acquisition

Baker & McKenzie acted on three of the Top 10 most influential M&A bids identified by China Mergers and Acquisitions Association in 2007.

China Restructuring Firm of the Year

Asian-Counsel 2007

Hong Kong Commercial Transactions Firm of the Year

Asian-Counsel 2007

Best M&A Deal, Best Hong Kong Deal and Best Cross-border M&A Deal

(Cathay Pacific's HK\$8.2 billion acquisition of Dragonair and HK\$4 billion purchase of additional 10% stake in Air China)

FinanceAsia Awards for Achievement 2006

2005 M&A Breakthrough Deal of the Year

(Mittal Steel's acquisition of a stake in Hunan Valin Steel Tube & Wire)

Investment Dealers Digest

Since China opened its doors to the world economy over three decades ago, foreign companies have invested billions of US dollars through a growing number of investment vehicles and structures.

Baker & McKenzie advises a broad array of clients from all industry sectors – from Fortune 500 to China's up-and-coming Fortune 100 companies – on their direct investment activities in China. From structuring to implementation, our lawyers help clients survey their options, customise their business strategies, file the appropriate paperwork and successfully navigate government approval and post-implementation processes.

Our experience includes:

- Assisting investors in evaluating and selecting the most appropriate vehicles for investment
- Advising investors on greenfield projects as well as mergers and acquisitions, including the acquisition of foreign-invested enterprises, state-owned enterprises, private companies and listed companies
- Assisting investors in establishing companies in Hong Kong and other jurisdictions to support and control their China investments and operations
- Advising companies on the development of their overall strategies for their China business activities
- Advising on operational issues such as tax, technology transfer, land use rights, foreign exchange control, employment and customs

“When it comes to China M&A, there are few firms with such an eminent record.... Baker & McKenzie has a long-standing expertise in China for Corporate, M&A and FDI work”

The Asia Pacific Legal 500



“The firm boasts a broad capital markets practice, incorporating strong Hong Kong and PRC financing aptitude with US listing capability”

The Asia Pacific Legal 500

Securities

Energy and Resources Deal of the Year: China Coal IPO

ALB China Law Awards 2007

Debt Market Deal of the Year (for Champion REIT Convertible Bonds)

ALB Hong Kong Law Awards
2007

GZI REIT and IPO in Hong Kong

Asian Counsel 2005 Deals of
the Year

Equity Deal of the Year: China Life IPO

IFLR Asian Awards 2004

Baker & McKenzie has been active in China's securities market since it opened in the early 1990's. From the start, we have advised clients in both directions - foreign investors entering the domestic China market and Chinese companies tapping into international capital markets.

We have represented both issuers and underwriters on transactions involving "B" share, "H" share, "red chip" and other companies, helping these companies to list on the Shanghai, Shenzhen, Hong Kong and New York Stock Exchanges as well as Nasdaq. We also advise on mergers and acquisitions of or by public listed companies.

We assist with due diligence, corporate restructuring, prospectus disclosure and applications to exchanges and regulatory bodies. Our size and structure and international network make us particularly adept at dealing with complex multi-jurisdictional and multi-language matters.

Over the years, we have accumulated deal experience and industry knowledge in the civil aviation, infrastructure, oil and petroleum, natural resources, banking, insurance, telecommunications, media and technology sectors. We have handled many pioneer deals as well as some of the most complex and prestigious transactions involving Chinese entities, including the listings of China Shenhua, China Life, Air China, China Mobile, PetroChina and Aluminum Corporation of China.

**“Baker & McKenzie is often identified as a premier
issuers' counsel, most notably for PRC SOEs and private
institutions”**

The Asia Pacific Legal 500

**“The team tends to reserve its more impressive appearances
for the equity side”**

Chambers Global – The World's Leading Lawyers for Business

Financial Services

China's financial services sector is poised for rapid expansion with the opening of the sector to foreign participants. Involving funds management, securities, insurance, venture capital and related financial services, this highly regulated sector has seen fundamental and ongoing restructuring of the markets and legal statutes that underpin the financial system.

Baker & McKenzie has dedicated lawyers who specialise in advising clients active in this sector. Our lawyers have an in-depth understanding of the regulatory framework and government policies, and maintain close working relationships with the relevant regulatory bodies including the China Securities Regulatory Commission ("CSRC"), the China Insurance Regulatory Commission ("CIRC"), and the China Banking Regulatory Commission ("CBRC"). Our services include:

- Structure strategy
- Establishment of foreign-invested financial services entities
- Mergers and acquisitions
- Approvals and licenses
- Compliance and regulatory issues

China Restructuring Firm of the Year

Asian-Counsel 2007

Best Insurance Deal of the Year: China Life Insurance

ALB China Deals of the Year Awards 2004

Best Restructuring Deal of the Year: Zhu Kuan

ALB China Deals of the Year Awards 2004

Banking & Finance

We provide the highest quality legal advice spanning the full range of banking and finance legal services in China. We act for a diverse range of clients, including commercial banks, merchant and investment banks, dealers and financial intermediaries, other financial institutions, mutual funds, insurance companies as well as corporate users of credit and financial products, governments and governmental agencies. Our experience in structuring, negotiating and documenting financial transactions is supported by extensive experience in tailoring such transactions to China's relevant legal, regulatory and tax requirements. Our experience in this area includes:

- Aircraft and Asset finance
- Project finance
- Syndicated loans
- Structured financing
- Acquisition and trade finance
- Derivatives and related markets
- Securitisation
- Financial services regulation
- Reschedulings, restructurings and work-outs
- Regulatory compliance
- Loan documentation and other facilities

Asian Deal of the Year: Air China French tax lease

Airfinance Journal 2006

"Baker & McKenzie's banking team is applauded by market observers.... Praised for its project finance prowess in the PRC, this firm enjoys a solid reputation among clients and peers"

Chambers Global – The World's Leading Lawyers for Business

"Baker & McKenzie's banking and finance team offers a wide range of expertise and, like other firms active in the region, has witnessed an increase in Chinese real-estate financing transactions"

IFLR 1000

Infrastructure Projects

**Best Global Law Firm
for Climate Change
Deals/Projects (Top
Legal Advisor of CDM/JI
Projects by Number of
Deals 2007)**

New Energy Finance Awards
2008

**Ranked Band 1 for
Climate Change**

Chambers Global 2008

**The Department of Trade
and Industry Award for
Capacity Building in the
Developing World**

Worldaware Awards 2004

For many years, Baker & McKenzie has maintained a market-leading Infrastructure Projects practice, advising clients in relation to major projects for the development of infrastructure facilities and large-scale manufacturing and processing systems throughout the world, in both established and emerging markets.

Lawyers in our China practice are well positioned to advise lenders, sponsors, developers, operators, governments and governmental agencies on a broad range of China-related major projects and project financing transactions, including privatisations, investments, joint ventures, taxation, construction, government relations, property, industrial relations, environmental liability, litigation and arbitration.

We have advised on the development and financing of power stations, toll roads, airports, oil and gas pipelines, mining facilities, water and renewable resources, telecommunications infrastructure and transportation facilities. Lawyers within the practice have specialised legal expertise in each of the above mentioned industries.

In addition, we are the only law firm in Hong Kong and China with an active Carbon Credit / Kyoto Protocol practice and an ability to structure contracts so as to obtain, whether immediately or in the longer term, tradable carbon credits.

**“Outstanding infrastructure and
project finance team”**

The Asia Pacific Legal 500

**“Baker & McKenzie is distinguished
by its impressive track record in
PRC-located projects”**

The Asia Pacific Legal 500

Intellectual Property

The protection of intellectual property rights is of paramount importance to businesses. Our intellectual property specialists advise on all aspects of the acquisition, protection, enforcement and exploitation of intellectual property rights in China. Equipped with the relevant technical expertise and industry background, our lawyers provide tailored solutions to clients from a diverse range of industries.

Our lawyers are active in lobbying on intellectual property matters through their involvement in various global and regional industry associations, including the International Trademark Association, the International Anti-Counterfeiting Coalition, the Quality Brands Protection Committee and others. We routinely assist clients in preparing draft submissions to the Chinese government, the EU, USTR and others on the need for changes in existing laws, regulations and policies.

We provide dedicated services in the following aspects of intellectual property law:

- Trademarks
- Domain names
- Inventions and design patents
- Copyright
- Franchising
- Licensing
- Criminal, administrative and civil enforcement of intellectual property rights
- Anti-counterfeiting and anti-piracy
- Trade secrets
- Trade names
- Due diligence

Ranked as Tier 1 Foreign Law Firm in China for Trademark & Patent Practice

Managing Intellectual Property World IP Survey 2008, 2007

China IP Firm of the Year

Asian Counsel 2007

China Foreign IP Firm of the Year

Managing Intellectual Property Awards 2007, 2006

Leading China (Cross-border) IP Law Firm

PLC Which Lawyer? 2007, 2006, 2005

Asia Pacific IP Firm of the Year

AsiaLaw IP Awards 2007, 2006, 2005, 2004

“Baker & McKenzie has an exemplary record of providing high-level intellectual property advice in China”

The Asia Pacific Legal 500

Technology, Media & Telecommunications

A large satellite dish antenna is silhouetted against a sunset sky. The dish is a complex structure of metal beams and panels, pointing towards the upper right. The sun is a bright orange circle on the horizon, creating a gradient of colors from orange to blue in the sky. The overall scene is a high-contrast silhouette of the dish against the bright sunset.

***Ranked Tier 1 Law Firm
for TMT in China & Hong
Kong***

The Asia Pacific Legal 500,
2007, 2006

***“Baker & McKenzie
makes full use of its
enviable international
network, including offices
in Beijing, Shanghai and
Hong Kong, to feature an
impressive range of TMT-
related work”***

Chambers Global – The
World’s Leading Lawyers for
Business

We advise on the commercial and industry specific aspects of projects in the information technology, communications, e-commerce and media and entertainment industries. Clients include both users and producers of technology, including media companies, telecommunications companies, banks, insurance companies, brokers, airlines, new technology ventures (such as interactive television, video-on-demand and on-line and Internet access service providers) and computer hardware and software companies. We offer a wide array of legal services including:

- Technology licensing
- Mergers and acquisitions
- Outsourcing
- Regulatory advice
- Venture capital
- Private equity

“Baker & McKenzie combines a leading IT and telecom practice”

The Asia Pacific Legal 500

Employment

Baker & McKenzie has always enjoyed a high profile in the area of employment law. With the largest team of dedicated full-time employment lawyers based in Beijing, Shanghai and Hong Kong, we deal with all issues relevant to the establishment and maintenance of employment relationships under Chinese law, including:

- Compliance audits
- Workplace issues and policies
- Employee benefits and executive compensation arrangements
- Termination and layoffs
- Executive transfer and immigration
- Labor relations and labor union issues
- Data protection and privacy
- Pension and social insurance
- Outsourcing
- Employment-related tax issues
- Dispute resolution
- Regional co-ordination
- In-house training

Leading Law Firm for Labour and Employee Benefits in China

PLC Which Lawyer? 2008

Ranked No. 1 Employment Law Firm

PLC Which Lawyer? Global Employment Top Ten Firms 2006

China Labour Lawyer of the Year

China Staff HR Awards 2004, 2002, 2000

Dispute Resolution

Baker & McKenzie maintains an experienced and well-established dispute resolution practice. We were one of the first foreign law firms to represent the Chinese Government in foreign legal proceedings, advising on the Huguang Bonds litigation, whereby our lawyers argued successfully before the US Supreme Court on behalf of the Chinese Government.

Since then, our lawyers have advised on numerous complex commercial disputes involving both Chinese and foreign parties, both within and outside of China. Our emphasis is always on the cost-effective resolution of a client's problem, within the context of their overall business objectives.

As a foreign law firm, we are not permitted to directly represent clients in China. Our role is to advise clients on the management of the litigation process, including selecting the most appropriate Chinese lawyers for each case and working with them to resolve clients' disputes through settlement, Chinese courts, CIETAC tribunals and foreign arbitration tribunals.

Highly Recommended Law Firm for Dispute Resolution in China

Chambers Global 2007

Highly Recommended Law Firm for Dispute Resolution in China

The Asia Pacific Legal 500, 2007

“it constitutes a polished and organised fighting force that is particularly well versed in alternative dispute resolution”

Chambers Global – The World's Leading Lawyers for Business

Tax

Tier 1 World's Leading Tax Transactional Firm – China

International Tax Review 2008

Highly Recommended Law Firm for China Tax Practice

PLC Which Lawyer? 2007

Asian Tax Controversy Firm of the Year

International Tax Review, Asia
Tax Awards 2007

Baker & McKenzie's approach to tax planning is multi-jurisdictional, maximising clients' global tax positions by providing expert legal solutions to complex tax issues. Our comprehensive approach to tax planning is practical and resourceful, taking into account tax considerations in the country of investment, the investor's home country and any other jurisdiction that might be involved. Our lawyers have extensive experience in all aspects of taxation law in relation to China, including:

- Tax planning
- Business presences
- Tax litigation
- Transfer pricing
- Personal tax and trust services
- Tax-efficient financing
- Tax products

Real Estate

Ranked Band 1 Law Firm for Real Estate – China

Chambers Global 2008, 2007

Highly Recommended Law Firm for Corporate Real Estate – China

PLC Global 50, 2008, 2007,
2006

Real Estate Law Firm of the Year

ALB Hong Kong Law Awards
2007

We offer a full range of real estate services capitalising on our lawyers' extensive knowledge and experience in all aspects of property law and practice, including experience in complex high value developments both at the early stages and in their continuing progress and management. The Firm has developed extensive experience in all ranges of real estate transactions in China and maintains close contacts with central and local officials in charge of land and property matters.

Relevant experience in this area includes:

- Regulatory and compliance matters
- Commercial financing
- Acquisitions and disposals
- Real Estate Investment Trusts (REITs)
- Commercial leasing
- Development and construction
- Mortgage-backed securities
- Public and private funds
- Joint ventures
- Hotels, resorts and tourism
- Environmental advice
- Tax
- Disputes and litigation

Government Relations

Baker & McKenzie's China and Hong Kong offices have many years of experience in dealing with Chinese government ministries and agencies at all levels as well as with major foreign trade and investment organisations in China.

We keep abreast of China's rapidly evolving legal regime through regular personal contact with government departments which draft and implement legislation at both national and local levels. Our relationships with these ministries and institutions enable us to provide clients with the most timely and detailed advice on foreign investment and trade opportunities, as well as business regulations.

Our long-standing involvement in China has allowed us to become a highly respected and recognised legal advisor to central and local governments. Over the course of the last few years, we have had the privilege of advising the Legislative Affairs Committee of the National People's Congress and key Chinese ministries on a platform of legislative reforms.



Baker & McKenzie's lawyers argued successfully before the US Supreme Court on behalf of the Chinese Government, advising on the Huguang Bonds Litigation.

International Trade & the World Trade Organisation (“WTO”)

Tapping into the global expertise of Baker & McKenzie’s International Trade & the WTO Practice Group, we regularly provide our clients with international and PRC specific international trade advice relating to:

WTO and Free Trade Agreements (“FTAs”)

We regularly advise on the implications of the WTO and FTAs (such as CEPA, ASEAN-China FTA and China’s other FTAs) on investments in China. Such advice includes China’s compliance with WTO obligations, customs and investment structuring to maximise preferential access through FTAs, and strategies to ensure that our clients’ business interests are enhanced during trade negotiations.

Customs

We advise on a wide range of PRC customs issues such as valuation, tariff classification, licensing and quota regimes, import and export documentation, customs disputes and bonded processing arrangements. Our customs advice is also often integrated with advice on related foreign exchange, VAT and transfer pricing issues.

Controls on Strategic Goods and Technology

We regularly advise on controls on strategic goods and technology in China.

Trade Remedies

We have in the past successfully defended clients against anti-dumping, countervailing and safeguards actions in China for products such as chemicals and steel. We also often assist clients in adopting pricing strategies which minimise the risk of trade remedy liability in export markets.



Research & Translation

Baker & McKenzie maintains a strategic alliance with Asia Information Associates Limited (“AIAL”), a consulting company incorporated in Hong Kong, with special strengths in legal and industry research in China. Through this alliance, AIAL provides paralegal research and translation support services to Baker & McKenzie clients, thereby adding an additional dimension to the firm’s China services. AIAL has offices in Beijing, Shanghai, Shenzhen, Guangzhou and Hong Kong.

Paralegal Support and Procedural Assistance

Through close contact with government officials, AIAL research analysts and paralegals on the ground in China keep abreast of the latest regulatory developments and business policies. AIAL’s intimate knowledge of the constantly evolving regulatory and procedural requirements allows us to efficiently assist clients in the completion of the numerous formalities required to establish and operate a business presence and remain in compliance with Chinese laws and regulations.

Translation

AIAL’s translators provide quality translation of legal and commercial documents. They offer a range of translation and interpretation services to meet specific client needs, with specific expertise in commercial contracts, project application and approval, interpretation during commercial negotiations and meetings with government officials.

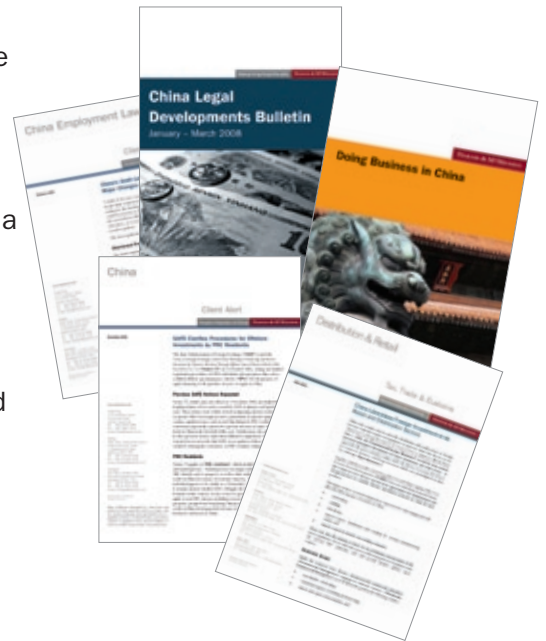
Consulting and Company Research

Clients may require confidential research to be undertaken on business associates, supply chain partners or competitors. AIAL’s consultants are familiar with the requirements of multinational companies and have undertaken background due diligence research on many target companies within China, focusing on issues such as the nature of ownership structures, verifying claims made by potential business partners and Foreign Corrupt Practices Act considerations.

Publications & Seminars

Each client is unique and we recognise the importance of putting the client first to provide a proactive, business-focused and user-friendly service. As well as transaction-specific legal advice, the following value-added services are available to clients:

- Doing Business in China – a comprehensive guide on setting up a business in China.
- China Legal Developments Bulletin – a quarterly journal focusing on new Chinese laws and regulations.
- In-house training seminars conducted by our lawyers, customised to client requirements.
- Client Alerts – clients receive alerts outlining up-to-date developments in Chinese law.
- Seminars – we hold regular seminars and workshops focusing on a range of China-related issues to update clients on new developments and topical issues of relevance to their business.



If you would like further information on our publications and seminars, or would like to be added to our mailing list, please email: chinalaw@bakernet.com.

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